

**SECRETARY OF STATE  
STATE OF MONTANA**



**Mike Cooney  
Secretary of State**

**Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801**

**COPY**

February 3, 1995

John P Atkins  
Bryan & Atkins  
PO Box 1371  
Bozeman MT 59771-1371

RE: F. L. DYE COMPANY  
Date of Filing: January 17, 1995  
Filing Number: D9197-332554

Dear Mr. Atkins:

Attached please find a copy of the documents you recently filed with this office. The document number and filing date have been recorded on the copy I've attached. These documents serve as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665....we're here to serve you!

Sincerely,

A handwritten signature in cursive script that reads "Mike Cooney".

Enclosure

Reception: (406) 444-2034 - Business Services Bureau: 444-3665 - Elections Bureau: 444-4732  
Administrative Rules Bureau: 444-2055 - Records Management Bureau (1320 Bozeman Avenue): 444-2716  
Fax: 444-3976

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**F.L. DYE COMPANY**

332554  
STATE OF MONTANA  
**FILED**  
JAN 17 1995  
P4315  
SECRETARY OF STATE  
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The following Restated Articles of Incorporation, were duly adopted pursuant to the authority and provisions of 35-1-231 M.C.A., supersede and take the place of the existing Articles of Incorporation and amendments thereto and for the purpose of amending the character and status of the corporation from a regular business corporation to a close business corporation under the "Montana Close Corporation Act:, Title 35, Chapter 9, Montana Code Annotated.

**ARTICLE I**

**Name**

The name of the Corporation is: F.L. Dye Company.

**ARTICLE II**

**Duration**

The period of existence of the Corporation shall be perpetual.

**ARTICLE III**

**ELECTION OF STATUTORY CLOSE CORPORATION:** Corporation is reorganized as a statutory close corporation under Title 35, Chapter 9, Montana Code Annotated.

**ARTICLE IV**

**PURPOSE:** The purpose shall be to engage in the transaction of any lawful business for which corporations may be incorporated under Title 35, Chapters 1 and 9, Montana Code Annotated.

**ARTICLE V**

**STOCK:** (a) The corporation shall have the authority to issue one class of Stock with no par value. The aggregate number of shares of such Stock which the corporation has the authority to issue shall be 1,000 shares.

(b) The following statement shall appear conspicuously on each stock certificate issued by the Corporation:

"THE RIGHT OF SHAREHOLDERS IN A STATUTORY CLOSE CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF THE ARTICLES OF INCORPORATION AND BYLAWS, SHAREHOLDERS' AGREEMENT, AND OTHER DOCUMENTS, ANY OF WHICH MAY RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS, MAY BE

OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION."

(c) The transfer of the shares of Stock in the corporation are restricted in accordance with the share transfer provisions of Sections 35-9-201 through 204 of the Montana Code Annotated. Notwithstanding the provisions of Section 35-9-202(2)(a) of the Montana Code Annotated, the restrictions on transfer shall apply to transfers to other shareholders.

#### ARTICLE VI

**PREEMPTIVE RIGHTS:** Should additional Stock be issued at any time, the shareholders at the time of such issue shall be entitled to a pro-rata share of such issue upon payment of an amount for each share of capital stock to be established by vote of two-thirds of the outstanding shares at that time.

#### ARTICLE VII

**REGISTERED AGENT AND OFFICE:** The address of the initial registered office of the corporation is 30 Hulbert Road, Bozeman, Montana 59715, and the name of the initial registered agent at such office is Leo P. Schnell.

#### ARTICLE IX

**OTHER PROVISIONS:** The option provisions of the Montana Close Corporation act elected by the corporation are: That the Board of Directors is hereby abolished.

#### ARTICLE IX

**AMENDMENT:** Article VI of these Articles of Incorporation may not be amended except by an affirmative vote of the shareholders owning two-thirds of the shares entitled to vote upon the amendment. This Article of the Articles of Incorporation may not be amended except by the affirmative vote of shareholders owning two-thirds of the shares entitled to vote upon the amendment. Article III, Article V(b) and Article V(c) of these Articles of Incorporation may not be amended except by an affirmative vote of the shareholders owning two-thirds of the shares entitled to vote on the amendment. All other Articles contained here may be amended by an affirmative vote of the shareholders owning a majority of the shares entitled to vote on the amendment.

Dated: 1-13-95, 1995.

F.L. DYE COMPANY

By:

Leo P. Schnell

Its: President

By:

Judith Schnell

Its: Secretary

CERTIFICATE

Comes Now, Leo P. Schnell, President of F.L. Dye Company, a Montana Corporation, and hereby certifies:

1. That on Tuesday, the 10th day of January, 1995, at the hour of 10:00 o'clock a.m., a special meeting of the Directors and Shareholders of F.L. Dye Company was held at its principal place of business at Bozeman, Montana;

2. That all of the Directors, elected officers, and shareholders representing 100% of the outstanding shares of F.L. Dye Company were present;

3. That a resolution was introduced at the special meeting to change the status of the corporation from a regular Montana Business Corporation to a Montana Close Corporation under the provisions of Title 35, Chapter 9, Montana Code Annotated. All shareholders present representing 100% of the then outstanding shares of the corporation voted on the resolution and unanimously resolved to amend the status of the corporation to that of a Montana Close Corporation;

4. That it was further resolved by unanimous vote of the shareholders present representing 100% of the outstanding shares of the corporation that the corporation file Restated Articles of Incorporation with the office of the Secretary of State changing the corporation's status from a regular Montana Business Corporation to a Montana Close Corporation;

5. That it was further resolved by unanimous vote of the shareholders representing 100% of the then outstanding shares of

the corporation that the duration of the corporation be amended so that its existence would be perpetual.

DATED: 1-13-95, 1995.

F.L. DYE COMPANY.

SEAL

Leo P. Schnell  
Leo P. Schnell  
President

Julia Schnell  
Julia Schnell  
Secretary